

Taylor, Morell & Gitomer

Suite 210
919 18th St., N.W.
Washington, DC 20006
(202) 466-6530/FAX (202) 466-6528

August 11, 1993

Suite 230
310 Golden Shore
Long Beach, CA 90802
(310) 436-2519/FAX (310) 436-5393

Direct Dial: (202) 466-6532

3-223A017

16201-E

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INTERSTATE COMMERCE COMMISSION

Honorable Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Washington, DC 20423

Dear Secretary Strickland:

I have enclosed the original and one certified copy of the document described below, to be recorded pursuant to 49 U.S.C. § 11303.

The document is a Bill of Sale, a secondary document, dated December 21, 1989. The primary document to which this document is connected is recorded under Recordation Nos. 16201. We request that this document be recorded under Recordation No. 16201-E.

The names and addresses of the parties to the Bill of Sale are as follows:

Seller:

Upper Merion and Plymouth Leasing Co.
875 N. Michigan Avenue
John Hancock Center
Suite 1400
Chicago, IL 60611

Purchaser:

Westinghouse Credit Corporation
1 Oxford Centre
9th Floor
Pittsburgh, PA 15219

A description of the equipment covered by the document consists of: 19 4,000 cubic foot 100-ton open top hopper cars numbered SOO 62780-62798, inclusive.

A fee of \$16.00 is enclosed. Please return the original to:

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MOTOR OPERATING UNIT

Counterspart - Eugene D. Helzer

Honorable Sidney L. Strickland, Jr.
August 11, 1993
Page 2

Louis E. Gitomer
Taylor, Morell & Gitomer
Suite 210
919 18th Street, N.W.
Washington, DC 20006

A short summary of the document to appear in the index follows: a Bill of Sale, dated December 21, 1989, between Upper Merion and Plymouth Leasing Co., 875 N. Michigan Avenue, John Hancock Center, Suite 1400, Chicago, IL 60611, and Westinghouse Electric Corporation, 1 Oxford Centre, 9th Floor, Pittsburgh, PA 15219, covering 19 4,000 cubic foot 100-ton open top hopper cars numbered SOO 62780-62798, inclusive.

Very Truly Yours,



Louis E. Gitomer

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Bill of Sale

INTERSTATE COMMERCE COMMISSION

KNOW ALL MEN BY THESE PRESENTS, that Upper Merion and Plymouth Leasing Co. a Delaware corporation, (herein "Seller"), for and in consideration of the sum of One Dollar (\$1.00) lawful money of the United States of America and other good and valuable consideration paid by Westinghouse Credit Corporation (herein "Buyer"), the receipt of which is hereby acknowledged, does hereby grant, bargain, sell, assign, transfer and set over unto Buyer all right, title and interest in and to the personal property (herein "Equipment") more specifically described on Schedule I attached hereto:

EXCEPT AS STATED HEREIN, SELLER DISCLAIMS ALL WARRANTIES, EXPRESS OR IMPLIED, INCLUDING BUT NOT LIMITED TO, ANY WARRANTY OF MERCHANTABILITY OR FITNESS FOR ANY PARTICULAR PURPOSE OF THE EQUIPMENT.

Seller hereby warrants to the Buyer, its successors and assigns, that, immediately prior to the delivery of this Bill of Sale, Seller had legal title to the Equipment and good and lawful right to sell the same, and that title to the Equipment is hereby duly vested in Buyer free and clear of all liens, claims, encumbrances, taxes and rights of any other kind and nature whatsoever except as set forth in Schedule II attached hereto. Other than as such might arise from the interests set forth in Schedule II, Seller hereby covenants and agrees to reimburse, indemnify and hold harmless Buyer from and against any loss, expense, damages, or deficiencies, up to the amount of the Consideration received by Seller arising from any and all claims, liens, encumbrances, taxes, and rights of others of any nature whatsoever assessed against such title forever.

IN WITNESS WHEREOF Seller has caused this Bill of Sale to be executed and delivered in its name this 14th day of December, 1989.

UPPER MERION AND PLYMOUTH LEASING CO.

By: Gerald T. Kilgore

TITLE: VICE PRESIDENT

RECEIPT

Buyer hereby acknowledges receipt of the Cars identified in the foregoing Bill of Sale this 14th day of December, 1989.

2155
HKK
WESTINGHOUSE CREDIT CORPORATION

By: [Signature]

TITLE: VICE PRESIDENT

SCHEDULE I

Soe Line
cars

CARI	CARNUM	CARI	CARNUM	CARI	CARNUM	CARI	CARNUM	CARI	CARNUM	CARI	CARNUM
DRGW	006000	DRGW	006046	UMP	005287	UMPX	001015	UMPX	001071	UMPX	006261
DRGW	006001	DRGW	006047	UMP	005288	UMPX	001016	UMPX	001072	UMPX	006282
DRGW	006002	DRGW	006049	UMP	005290	UMPX	001019	UMPX	001073	UMPX	006283
DRGW	006003	SOO	062780	UMP	005291	UMPX	001021	UMPX	001074	UMPX	006284
DRGW	006004	SOO	062781	UMP	005292	UMPX	001022	UMPX	001075	UMPX	006288
DRGW	006005	SOO	062782	UMP	005293	UMPX	001024	UMPX	001077	UMPX	006439
DRGW	006006	SOO	062783	UMP	005294	UMPX	001025	UMPX	001079	UMPX	006442
DRGW	006007	SOO	062784	UMP	005296	UMPX	001026	UMPX	001080	UMPX	006450
DRGW	006008	SOO	062785	UMP	005297	UMPX	001028	UMPX	001081	UMPX	006451
DRGW	006009	SOO	062786	UMP	005299	UMPX	001029	UMPX	001082	UMPX	006455
DRGW	006010	SOO	062787	UMP	005300	UMPX	001030	UMPX	001084	UMPX	006459
DRGW	006011	SOO	062788	UMP	005302	UMPX	001031	UMPX	001085	UMPX	006461
DRGW	006012	SOO	062789	UMP	005303	UMPX	001032	UMPX	001086	UMPX	006462
DRGW	006013	SOO	062790	UMP	005304	UMPX	001033	UMPX	001087	UMPX	006468
DRGW	006014	SOO	062791	UMP	005305	UMPX	001034	UMPX	001089	UMPX	006469
DRGW	006015	SOO	062792	UMP	005306	UMPX	001035	UMPX	001090	UMPX	006471
DRGW	006016	SOO	062793	UMP	005307	UMPX	001036	UMPX	001092	UMPX	006473
DRGW	006017	SOO	062794	UMP	005308	UMPX	001037	UMPX	001096	UMPX	006481
DRGW	006018	SOO	062795	UMP	005310	UMPX	001038	UMPX	001097	UMPX	006486
DRGW	006019	SOO	062796	UMP	005311	UMPX	001039	UMPX	001098	UMPX	006489
DRGW	006020	SOO	062797	UMP	005312	UMPX	001040	UMPX	001099	UMPX	006492
DRGW	006021	SOO	062798	UMP	005313	UMPX	001041	UMPX	001100	UMPX	006493
DRGW	006023	UMP	005264	UMP	006610	UMPX	001042	UMPX	001101	UMPX	006495
DRGW	006024	UMP	005265	UMP	006633	UMPX	001043	UMPX	001102	UMPX	006497
DRGW	006025	UMP	005266	UMP	006644	UMPX	001044	UMPX	001104	UMPX	006498
DRGW	006026	UMP	005267	UMP	006645	UMPX	001045	UMPX	001105	UMPX	005504
DRGW	006027	UMP	005268	UMP	006646	UMPX	001048	UMPX	001106	UMPX	006509
DRGW	006028	UMP	005269	UMP	006651	UMPX	001049	UMPX	001107	UMPX	006510
DRGW	006029	UMP	005270	UMP	006670	UMPX	001051	UMPX	001108	UMPX	006511
DRGW	006030	UMP	005271	UMP	006677	UMPX	001052	UMPX	001109	UMPX	006512
DRGW	006031	UMP	005272	UMP	006681	UMPX	001053	UMPX	001110	UMPX	006515
DRGW	006032	UMP	005273	UMP	006685	UMPX	001054	UMPX	001111	UMPX	006517
DRGW	006033	UMP	005274	UMP	006713	UMPX	001056	UMPX	001112	UMPX	006518
DRGW	006034	UMP	005275	UMPX	001002	UMPX	001057	UMPX	001113	UMPX	006519
DRGW	006035	UMP	005276	UMPX	001003	UMPX	001058	UMPX	001114	UMPX	006523
DRGW	006036	UMP	005277	UMPX	001004	UMPX	001059	UMPX	001115	UMPX	006524
DRGW	006037	UMP	005278	UMPX	001005	UMPX	001060	UMPX	001116	UMPX	006526
DRGW	006038	UMP	005279	UMPX	001007	UMPX	001062	UMPX	001117	UMPX	006527
DRGW	006039	UMP	005280	UMPX	001008	UMPX	00106	UMPX	001118	UMPX	006529
DRGW	006040	UMP	005281	UMPX	001009	UMPX	00106	UMPX	001119	UMPX	006532
DRGW	006041	UMP	005282	UMPX	001010	UMPX	001066	UMPX	001120	UMPX	006544
DRGW	006042	UMP	005283	UMPX	001011	UMPX	001067	UMPX	006232	UMPX	006555
DRGW	006043	UMP	005284	UMPX	001012	UMPX	001068	UMPX	006242	UMPX	006556
DRGW	006044	UMP	005285	UMPX	001013	UMPX	001069	UMPX	006243	UMPX	006558
DRGW	006045	UMP	005286	UMPX	001014	UMPX	001070	UMPX	006245	UMPX	006560

CARI CARNUM

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SCHEDULE II

Lease agreement dated April 19, 1988 between Upper Merion and Plympton Leasing Co. ("UMPL") and Denver & Rio Grande Western Railroad, relating to 48 gondolas. Northbrook Corporation ("Northbrook") assigned its right, title and interest in such lease to UMPL pursuant to an Assignment agreement dated January 31, 1989.

Railcar lease agreement dated June 12, 1989 between UMPL and Southern Pacific Transportation Co. relating to 50 gondolas.

Railcar lease agreement dated October 27, 1989 between UMPL and BNSF Transportation, Inc. relating to 100 open top hoppercars.

Lease agreement dated September 30, 1987 between UMPL and Soo Line Railroad Company, relating to 19 open top hoppercars. Chrysler Rail Transportation Corporation assigned its right, title and interest in such agreement to UMPL pursuant to an Assignment agreement dated February 3, 1989.

Railcar lease agreement dated November 6, 1989 between UMPL and The Dow Chemical Company relating to 61 open top hoppercars.

Railcar lease agreement dated October 16, 1985, as amended, between Northbrook and Arch of Illinois, Inc. relating to 95 of the 109 open top hoppercars related thereto. Northbrook assigned its right, title and interest in such lease relating to said 95 open top hoppercars to UMPL pursuant to an Assignment agreement dated April 7, 1989.

Railcar lease agreement dated March 18, 1987 between Northbrook and Westmoreland Coal Sales Company relating to 18 of the 154 open top hoppercars. Northbrook assigned its right, title and interest in such lease relating to said 18 open top hoppercars to UMPL pursuant to an Assignment agreement dated April 7, 1989.

CERTIFICATION

I, Stephen R. Viehe, Vice President of Westinghouse Electric Corporation, hereby certify that the attached copy of the Bill of Sale dated December 21, 1989 and including cars numbered S00 62780 through 62798, inclusive, is a true, correct and complete copy of the original.

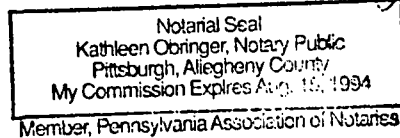


Stephen R. Viehe

SWORN AND SUBSCRIBED TO BEFORE
ME, THIS 29th DAY OF July,
1993.



Notary Public



CERTIFICATION

I, LOUIS E. GITOMER, have compared this copy of the original Bill of Sale dated December 21, 1989, and found the copy to be complete and identical in all respects to the original document. I declare under penalty of perjury that the foregoing is true and correct.

A handwritten signature in dark ink, appearing to read "Louis E. Gitomer", is written over a horizontal line.

Louis E. Gitomer
August 11, 1993